

DECLARATION OF SETH RASMUSSEN

I, Seth Rasmussen, declare as follows:

1. I am the Assistant Secretary of Michaels Stores Procurement Company, Inc., which is named as a Defendant in the action entitled *Katharine Morling v. The Michaels Companies, Inc., et al.*, Case No. 23-cv-8240-VSB, in the U.S. District Court for the Southern District of New York. I have reviewed the Complaint and make this Declaration in connection with Michaels Stores Procurement Company, Inc.'s accompanying Motion to Dismiss. The information contained in this Declaration is based on my personal knowledge, my review of reasonably available documents, prepared and/or maintained by Defendant or its affiliates in the ordinary course of business, and information provided to me by individuals responsible for, and with knowledge of, the subject matter set forth within.

2. Michaels Stores Procurement Company, Inc. ("MSPC"), is a Delaware corporation, with its principal place of business located at 3939 West John Carpenter Fwy., Irving, Texas. It is a wholly owned subsidiary of Michaels Stores, Inc. ("MSI"), which in turn is a wholly owned subsidiary of The Michaels Companies, Inc., a Delaware corporation, having its principal place of business located at 3939 W. John Carpenter Fwy., Irving, Texas 75063.

3. I am aware that co-Defendant Michaels Stores, Inc. ("MSI") is a separate Delaware corporation wholly owned by The Michaels Companies, Inc., with its principal place of business located at 3939 W. John Carpenter Fwy., Irving, Texas. MSI operates "MICHAELS" retail stores throughout North America, which sell arts, crafts, wall and floral décor and accessories, among many other types of goods.

4. MSPC's business involves sourcing the large selection of products sold to the consuming public by MICHAELS retail stores, and their direct distribution solely to individual

MICHAELS retail stores from MSPC's various distribution facilities. MSPC purchased all the goods accused in the Complaint from a third-party supplier.

5. Paragraph 3 of the Complaint alleges "... each of [the Defendants] have conducted substantial business in [the Southern District of New York] through its [sic] executive office at 675 Avenue of the Americas, New York, NY 10010. Defendants have also advertised and sold numerous products infringing on Plaintiff's proprietary work throughout this District." As to Defendant MSPC, this allegation is incorrect."

6. MSPC has not advertised or sold any products allegedly infringing the Plaintiff's work, in the State of New York.

7. At all times material to the Complaint, MSPC has never maintained an executive office at 675 Avenue of the Americas, New York, N.Y. and does not have any offices, or other regular and established places of business, in the State of New York. None of MSPC's distribution facilities are located in the State of New York, nor does it have any employees in the State of New York, or own property in the State of New York.

8. I am aware that MSI operates a MICHAELS retail store which is located at 675 Avenue of The Americas, New York, N.Y., however, MSI and MSPC are distinct corporate entities which, at all times material, have maintained separate status, identities and operating structures. MSPC does not manage MSI's retail stores or operations, nor do any of its employees work at MICHAELS retail stores, including MICHAELS retail stores located in the State of New York.

9. Paragraph 8 of the Complaint alleges: "[U]pon information and belief, [MSPC] is a Texas manufacturing corporation . . . and is doing business [in] this District (collectively with other Defendants . . .)". MSPC does not do any business in New York, or elsewhere, with co-Defendant The Michaels Companies, Inc. As it regards MSI, MSPC only transports, or

coordinates transport for, goods to MICHAELS retail stores located in the State of New York. MSPC does not advertise, offer to sell, sell, or distribute any goods to the public.

10. Paragraph 10 of the Complaint alleges that each of the Defendants acted as an agent for, actively participated in, or subsequently ratified and adopted, the acts or conduct of the remaining Defendants, including, with full knowledge of each and every violation of the Plaintiff's rights, and damages caused thereby. MSPC is not an agent for either of the other Defendants, and has no right or ability to supervise or control their activities.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 11, 2023.

A handwritten signature in black ink, appearing to read 'SR', is written over a horizontal line.

Name: Seth Rasmussen